

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11  
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)  
Debtors. : (Jointly Administered)  
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AFFIDAVIT OF LEGAL ORDINARY COURSE PROFESSIONAL

STATE OF ILLINOIS )  
COUNTY OF COOK ) ss:  
)

Timothy W. Burns, being duly sworn, deposes and says:

1. I am a principal of Neal, Gerber & Eisenberg, LLP ("NGE") which firm maintains offices at Two North LaSalle Street, Suite 2200, Chicago, Illinois, 60602.
2. Neither I, NGE, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors-in-possession (the "Debtors"), their creditors, or any other party-in-interest, or their attorneys, except as set forth in this affidavit.
3. NGE has represented and advised the Debtors since 2004 with respect to a broad range of aspects of the Debtors' businesses.
4. The Debtors have requested, and NGE has agreed to continue to represent and advise the Debtors pursuant to section 327(e) of title 11 of the United States Code, 11 U.S.C. §§101-1330, as amended (the "Bankruptcy Code"), with respect to such matters. Additionally, the Debtors have requested and NGE proposes to render the following services to the Debtors: insurance advice, particularly directors' and officers' insurance advice.
5. NGE's current fee arrangement is hourly, which are based on rates that change annually, ranging from \$400.00 to \$575.00 for partner time, \$230.00 to \$380.00 for associate time and \$160.00 to \$220.00 for paralegal time.
6. Except as set forth herein, no promises have been received by NGE or any partner, auditor or other member thereof as to compensation in connection with these chapter 11 cases other than in accordance with the provision of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.

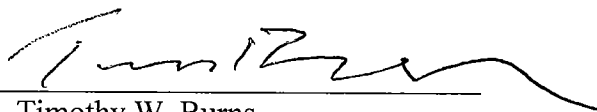
7. NGE has no agreement with any entity to share with such entity any compensation received by NGE.

8. NGE and its partners, auditors, and other members may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to these pending chapter 11 cases. NGE does not and will not represent any such entity in connection with these pending chapter 11 cases and does not have any relationship with any such entity, attorneys, or accountants that would be adverse to the Debtors or their estates.

9. Neither I, NGE, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matters upon which NGE is to be engaged.

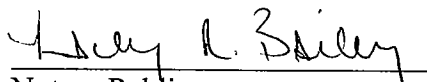
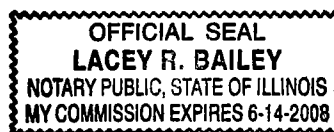
10. The foregoing constitutes the statement of NGE pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).

FURTHER AFFIANT SAYETH NOT



Timothy W. Burns

Subscribed and sworn before me  
This 3rd day of January, 2006.

  
Notary Public

**CERTIFICATE OF SERVICE**

I, Laura S. Rusche, an attorney, hereby certify that on January 4, 2006, I caused the foregoing Affidavit of Legal Ordinary Course Professional to be served on the following counsel of record:

Delphi Corporation  
Attention: David M. Sherbin, Vice President and General Counsel  
5725 Delphi Drive  
Troy, MI 48098

Skadden, Arps, Meagher & Flom  
Attention: John Wm. Butler, Jr., Esq.  
333 West Wacker Drive, Suite 2100  
Chicago, IL 60606

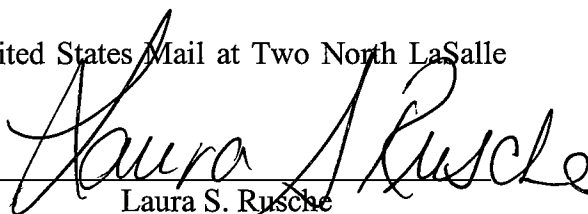
U.S. Trustee  
Attention: Alicia M. Leonhard, Esq.  
33 Whitehall Street, Suite 2100  
New York, NY 10044

Latham & Watkins  
Attention: Mark A. Broude, Esq.  
885 Third Avenue  
New York, NY 10022

Simpson Thacher & Bartlett LLP  
Attention: Marissa Wesley, Esq.  
425 Lexington Avenue  
New York, NY 10017

Davis Polk & Wardell  
Attention: Marlane Melican, Esq.  
450 Lexington Avenue  
New York, NY 10017

via U.S. Mail, by placing a copy of the same in the United States Mail at Two North LaSalle Street, Chicago, Illinois 60602.

  
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Laura S. Rusche